RECORDATION NO. 26909-FRED

OCT 1 7 '08

-9 00 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942) ELLSWORTH C ALVORD (1964) 1050 SEVENTEENTH STREET, N.W

SUITE 301

WASHINGTON, D.C.

20036

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(202) 393-2266

FAX (202) 393-2156 E-MAIL aivordiaw@sol.com

ALVORD AND ALVORD
ATTORNEYS AT LAW

OF COUNSEL URBAN A LESTER

October 17, 2007

Anne K. Quinlan, Esquire Acting Secretary Surface Transportation Board 395 E Street, S.W. Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amended and Restated Memorandum of Mortgage, dated as of October 14, 2008, but effective as of April 5, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Mortgage previously filed with the Board under Recordation Number 26909.

The names and addresses of the parties to the enclosed document are:

Borrower:

BBRX Four LLC

885 Second Avenue 49th Floor

New York, NY 10017

Security Trustee:

Wells Fargo Bank Northwest, N.A.

299 South Main Street Salt Lake City, UT 84111 The railroad equipment covered by the enclosed document is unchanged from the original filing and consists of the following:

1.351 railcars as follows:

110 railcars: BNBX 120000 - BNBX 120109

240 railcars: GALX 6681 - GALX 6800 and

RWSX 6271-RWSX 6390

10 railcars: SWSX 60611 - SWSX 60620

15 railcars: GBRX 65100 - GBRX 65114

100 railcars: STLX 6200 - STLX 6299

148 railcars within the series BNBX 120127 - BNBX 120624,

as more particularly set forth in the equipment

schedule attached to the document.

131 railcars: BNSF 484000 - BNSF 484132 (excluding

two casualties BNSF 484016 and BNSF 484017)

267 railcars: BNSF 484133 - BNSF 484399

90 railcars: CORX 1020 - CORX 1109

75 railcars: GBRX 65340 - GBRX 65414

20 railcars: SWSX 60621 - SWSX 60640

10 railcars: AOK 65415 - AOK 65424

35 railcars: GBRX 65215 - GBRX 65249

40 railcars: GRBX 65250 - GRBX 65289

10 railcars: GBRX 65020 - GBRX 65029

50 railcars: GBRX 65290 - GBRX 65339

Anne K. Quinlan, Esquire October 17, 2008 Page 3

A short summary of the document to appear in the index is:

Amended and Restated Memorandum of Mortgage.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/sem Enclosures

RECORDATION NO. 26909-A

OCT.17'08 -900 AM

SURFACE TRANSPORTATION BOARD

AMENDED AND RESTATED MEMORANDUM OF MORTGAGE

This Amended and Restated Memorandum of Mortgage is dated as of October 14, 2008, and effective as of April 5, 2007 (this "Restated Memorandum"), by BBRX Four LLC (the "Borrower") in favor of Wells Fargo Bank Northwest, National Association, not in its individual capacity but solely as Security Trustee under the Security Agreement referred to below (together with its successors and permitted assigns, the "Security Trustee"). Terms used in this instrument have the meanings assigned thereto (whether by reference to another document or otherwise) in that certain Security Agreement dated as of April 5, 2007 (as amended, modified or supplemented, the "Security Agreement"), among the Borrower, the Security Trustee and the other parties named therein as lenders and agents.

WITNESSETH:

- <u>Section 1.</u> The Borrower and the Security Trustee are parties to that certain Memorandum of Mortgage dated as of April 5, 2007 (the "<u>Existing Memorandum</u>"), duly filed on such date with the Surface Transportation Board under Recordation No. 26909. The parties agree that this Restated Memorandum is an amendment and restatement in its entirety of the Existing Memorandum.
- Section 2. The Borrower and the Security Trustee have entered into the Security Agreement, pursuant to which the Borrower has granted to the Security Trustee, in order to secure the obligations set forth in the Security Agreement, a first priority security interest in, inter alia, all of its right, title and interest in, to and under (a) certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit B attached hereto and all additions and alterations thereof, replacements thereof, and substitutions therefor (collectively, the "Units") and (b) each lease referred to on Exhibit A attached hereto and any other lease entered into by the Borrower with respect to the Units (collectively, the "Leases").
- Section 3. This Restated Memorandum may be executed in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have each caused this Amended and Restated Memorandum of Mortgage to be duly executed by their respective officers duly authorized as of the date and year first above written.

BBRX FOUR LLC

By: Sey Store
Name:
Title:

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity but solely as Security Trustee

By:	
Name:	
Title:	

STATE OF NEW YORK)	
)	38.
COUNTY OF NEW YORK)	

On this, the 4 day of October, 2008, before me, a Notary Public in and for said County and State, personally appeared George Stone, the Vice President of BBRX Four LLC, who acknowledged himself to be a duly authorized officer of BBRX Four LLC, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

LISA FALLACE
Notary Public - State of New York
No. 01 FA6183109
Cualled in Newseu Courty - Certificate Filed in New York Courty
My Commission Expires March 10, 2012—

Notary Public

[Notarial Seal]

STATE OF NEW YORK)	
)	88.
COUNTY OF NEW YORK)	

On this, the 4 day of October, 2008, before me, a Notary Public in and for said County and State, personally appeared George Stone, the Vice President of BBRX Four LLC, who acknowledged himself to be a duly authorized officer of BBRX Four LLC, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

LISA FALLACE
Notary Public - State of New York
No. 01 FA6183109
Cualified in Names County - Certiforts Filed in New York County
My Commission Expires March 10, 2012

Notary Public

[Notarial Seal]

IN WITNESS WHEREOF, the parties hereto have each caused this Amended and Restated Memorandum of Mortgage to be duly executed by their respective officers duly authorized as of the date and year first above written.

BBRX FOUR LLC

Ву:	 	
Name:		
Title:		

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity but solely as Security Trustee

Name: G Brad Martin

Title: Assistant Vice President

STATE OF UTAH)
):ss
COUNTY OF SALT LAKE)

On the 14th day of October, 2008, personally appeared before me G. Brad Martin who being by me duly sworn did say, for himself, that he the said G. Brad Martin is the Assistant Vice President of Wells Fargo Bank Northwest, National Association and that the within and foregoing instrument was signed in behalf of said association by authority of a resolution of its Board of Directors, and said G. Brad Martin duly acknowledged to me that said association executed the same.

Notary Public

SARA SLUDER
Notary Public
State of Utah
My Commission Expires May 15, 2012
289 South Main Street, 18th Fir. Sek Lano City UT 84111

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LEASES

Lease No. 1 - Seminole Electric Cooperative, Inc.

Master Full Service Railcar Lease dated as of June 22, 2006, between Babcock & Brown Rail Funding LLC and Seminole Electric Cooperative, Inc.

Schedule No. 01 to Master Full Service Railcar Lease dated as of June 22, 2006, between Babcock & Brown Rail Funding LLC and Seminole Electric Cooperative, Inc.

Lease No. 2 - Georgia Power Company

Master Net Railcar Lease dated as of July 25, 2006, between Babcock & Brown Rail Funding LLC and Georgia Power Company.

Schedule No. 01 to Master Net Railcar Lease dated as of July 25, 2006, between Babcock & Brown Rail Funding LLC and Georgia Power Company.

Lease Amendment No. 01 dated November 14, 2006, between Babcock & Brown Rail Funding LLC and Georgia Power Company.

Lease No. 3 - Superior Well Services, Inc. #1

Master Net Railcar Lease dated as of April 24, 2006, between Babcock & Brown Rail Funding LLC and Superior Well Services, Inc.

Schedule No. 02 to Master Net Railcar Lease dated as of June 1, 2006, between Babcock & Brown Rail Funding LLC and Superior Well Services, Inc.

Lease No. 4 - The Exolon Company

Master Net Railcar Lease, dated as of June 13, 2006, between Babcock & Brown Rail Funding LLC and The Exolon Company.

Schedule No. 01 to Master Net Railcar Lease dated as of June 13, 2006, between Babcock & Brown Rail Funding LLC and The Exolon Company.

Lease No. 5 - Tate & Lyle

Master Net Railcar Lease dated as of March 14, 2006, between Babcock & Brown Rail Funding LLC and Tate & Lylc.

Schedule No. 01 to Master Net Railcar Lease dated as of March 14, 2006, between Babcock & Brown Rail Funding LLC and Tate & Lyle.

Lease No. 6 - Kansas City Power & Light Company

Master Full Service Railcar Lease dated as of October 3, 2006, between Babcock & Brown Rail Funding LLC and Kansas City Power & Light Company.

Schedule No. 01 to Master Full Service Railcar Lease dated as of October 3, 2006, between Babcock & Brown Rail Funding LLC and Kansas City Power & Light Company.

Lease No. 7 - BNSF Railway Company #1

Master Full Service Railcar Lease dated as of October 12, 2006, and effective as of June 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and BNSF Railway Company.

Schedule No. 01 to Master Full Service Railcar Lease dated as of October 12, 2006, and effective as of June 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and BNSF Railway Company.

Lease No. 8 – BNSF Railway Company #2

Master Full Service Railcar Lease dated as of October 12, 2006, and effective as of June 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and BNSF Railway Company.

Schedule No. 02 to Master Full Service Railcar Lease dated as of October 12, 2006, and effective as of August 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and BNSF Railway Company.

Lease No. 9 - Coors Brewing Company

Lease Agreement made as of May 1, 2006, by and between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and Coors Brewing Company.

Schedule No. 1 dated as of May 1, 2006, by and between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and Coors Brewing Company.

Amendment No. 1 to Lease Schedule No. 1 entered into on December 29, 2007, effective May 1, 2006, by and between Babcock & Brown Rail Funding LLC and Coors Brewing Company.

Lease No. 10 - Harwest Industrial Minerals Corporation #1

Master Full Service Railcar Lease dated as of September 1, 2006, by and between Babcock & Brown Rail Funding LLC and Harwest Industrial Minerals Corporation.

Amended and Restated Schedule No. 2 to Master Full Service Railcar Lease dated as of January 2, 2007, and effective September 1, 2006, between Babcock & Brown Rail Funding LLC and Harwest Industrial Minerals Corporation.

Lease No. 11- Superior Well Services, Inc. #2

Master Net Railcar Lease dated as of April 24, 2006, between Babcock & Brown Rail Funding LLC and Superior Well Services, Inc.

Schedule No. 03 to Master Net Railcar Lease dated as of October 17, 2006, between Babcock & Brown Rail Funding LLC and Superior Well Services, Inc.

Lease No. 12- Hudson Baylor Corporation

Lease Agreement made as of November 1, 2006, by and between Babcock & Brown Rail Funding LLC and Hudson Baylor Corporation.

Schedule No. 1 dated as of November 1, 2006, by and between Babcock & Brown Rail Funding LLC and Hudson Baylor Corporation.

Lease No. 13- National Cement Company of Alabama, Inc. #1

Master Full Service Railcar Lease dated as of July 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and National Cement Company of Alabama, Inc.

Schedule No. 1 to Master Full Service Railcar Lease dated as of July 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and National Cement Company of Alabama, Inc.

Amendment No. 1 to Lease Schedule No. 1 dated as of January 15, 2007, effective as of July 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and National Cement Company of Alabama, Inc.

Lease No. 14- National Cement Company of Alabama, Inc. #2

Master Full Service Railcar Lease dated as of July 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and National Cement Company of Alabama, Inc.

Schedule No. 2 to Master Full Service Railcar Lease dated as of July 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and National Cement Company of Alabama, Inc.

Amendment No. 1 to Lease Schedule No. 2 dated as of January 15, 2007, effective as of July 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and National Cement Company of Alabama, Inc.

Lease No. 15- Excalibur Minerals LLC (f/k/a Excalibar Minerals Inc.)

Master Full Service Railcar Lease dated as of June 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and Excalibar Minerals LLC (f/k/a Excalibar Minerals Inc.).

Schedule No. 01 to Master Full Service Railcar Lease dated as of June 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and Excalibar Minerals LLC (f/k/a Excalibar Minerals Inc.).

Lease Amendment No. 01 dated January 22, 2007, effective June 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and Excalibar Minerals LLC.

Lease No. 16- Harwest Industrial Minerals Corporation #2

Master Full Service Railcar Lease dated as of September 1, 2006, between Babcock & Brown Rail Funding LLC and Harwest Industrial Minerals Corporation.

Amended and Restated Schedule No. 1 to Master Full Service Railcar Lease dated as of January 2, 2007, and effective September 1, 2006, between Babcock & Brown Rail Funding LLC and Harwest Industrial Minerals Corporation.

Exhibit B to Amended and Restated Memorandum of Mortgage

EOUIPMENT

₹v			
Casualty Marks	None	None	None
Reporting Marks	BNBX 120000-120109, inclusive	GALX 06681-06800, inclusive; and RWSX 06271-06390, inclusive	SWSX 60611-60620, inclusive
Description	4520 CF Aluminum body BethGon II Coal Porter Railcars, 286,000 lbs. GRL, AAR Car Type Code J311	RDVI® aluminum Open Top Coal Hopper Railcars, 286,000 lbs. GRL; AAR Car Type Code K341	3281 CF Covered Hopper Railcars, 286,000 lbs. GRL, AAR Car Type Code C112
Year Built/ Manufacturer	2006 by FreightCar America, Inc.	2006 by Trimity North American Freight Car, Inc.	2006 by Trinity North American Freight Car, Inc.
# of Units	110	240	10
Lessee	Seminole Electric Cooperative, Inc.	Georgia Power Company	Superior Well Services, Inc. #1
Lease #		2	£

Casualty Marks	None	None	None	BNSF 484016 and 484017
Reporting Marks	GBRX 65100-65114, inclusive	STLX 6200-6299, inclusive	BNBX 120127, 120133, 120134, 120240, 120266, 120269-120278, inclusive; 120284-120286, inclusive; 120314, 120328-120330, inclusive; and 120500-120624, inclusive	BNSF 484000-484132, inclusive
Description	3281 CF Covered Hopper Railcars, 286,000 lbs. GRL, AAR Car Type Code C112	5161 CF Covered Hoppers with gravity outlet gates and trough hatches, AAR Car Type Code C114	4520 CF Aluminum body BethGon II Coal Porter Railcars, 286,000 lbs. GRL, AAR Car Type Code J311	5188 CF through-sill Covered Hopper Railcars, 286,000 lbs. GRL, AAR Car Type Code C114
Year Built/ Manufacturer	2006 by Trinity North American Freight Car, Inc.	2006 by Trinity North American Freight Car, Inc.	2006 by FreightCar America, Inc.	2006 by Gunderson- Concarril, S.A. de C.V.
# of Units	51	100	148	131
Lessee	The Exolon Company	Tate & Lyle	Kansas City Power & Light Company	BNSF Railway Company #1
Lease #	4	S	9	7

				· · · · · · · · · · · · · · · · · · ·
Casualty Marks	None	None	None	None
Reporting Marks	BNSF 484133-484399, inclusive	CORX 1020-1109, inclusive	GBRX 65340-65414, inclusive	SWSX 60621-60640, inclusive
Description	5188 CF through-sill Covered Hopper Railcars, 286,000 lbs. GRL, AAR Car Type Code C114	5161 CF Covered Hoppers with gravity outlet gates and trough hatches, AAR Car Type Code C114	3281 CF Covered Hopper Railcars, 286,000 lbs. GRL, AAR Car Type Code C112	3281 CF Covered Hopper Railcars, 286,000 lbs. GRL, AAR Car Type Code C112
Year Built Manufacturer	2006 by Gunderson- Concarril, S.A. de C.V.	2006 by Trinity North American Freight Car, Inc.	2006 by Trinity North American Freight Car, Inc.	2006 by Trinity North American Freight Car, Inc.
# of Units	267	06	75	20
Lessee	BNSF Railway Company #2	Coors Brewing Company	Harwest Industrial Minerals Corporation #1	Superior Well Services, Inc. #2
Lease #	∞	6	10	1

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Casualty Marks	None	None	None	None
Reporting Marks	AOK 65415-65424	GBRX 65215-65249, inclusive	GRBX 65250-65289, inclusive	GBRX 65020-65029, inclusive
Description	3281 CF Cement Covered Hopper Railcars, 286,000 lbs. GRL, AAR Car Type Code C112	3281 CF Cement Covered Hopper Railcars, 286,000 lbs. GRL, AAR Car Type Code C112	3281 CF Cement Covered Hopper Railcars, 286,000 lbs. GRL, AAR Car Type Code C112	3230 CF Pressure Differential Covered Hopper Railcars, 286,000 lbs. GRL, AAR Car Type Code C612
Year Built Manufacturer	2006 by Trinity North American Freight Car, Inc.	2006 by Trinity North American Freight Cár, Inc.	2006 by Trinity North American Freight Car, Inc.	2006 by Trinity North American Freight Car, Inc.
# of Units	10	35	40	10
Lessee	Hudson Baylor Corporation	National Cement Company of Alabama, Inc. #1	National Ccment Company of Alabama, Inc. #2	Excalibar Minerals LLC (f/k/a Excalibar Minerals Inc.)
Lease #	7	13	14	15

Casualty Marks	None
Reporting Marks	GBRX 65290-65339, inclusive
Description	3281 CF Covered Hopper Railcars, 286,000 lbs. GRL, AAR Car Type Code C112
Year Built Manufacturer	2006 by Trinity North American Freight Car, Inc.
# of Units	50
Lessee	Harwest Industrial Minerals Corporation #2
Lease #	16

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the
District of Columbia, do hereby certify under penalty of perjury that I have compared the
attached copy with the original thereof and have found the copy to be complete and
identical in all respects to the original document.

Dated: 10 17 08

Robert W. Alvord